

IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

THE ROCKPORT COMPANY, LLC,  
Plaintiff,

v.

E. S. ORIGINALS, INC.,  
Defendant.

C.A. No. 04-12714 WGY

**PLAINTIFF'S MOTION FOR LEAVE TO FILE EXHIBIT B  
TO THE AFFIDAVIT OF RICHARD PATERNO UNDER SEAL**

Pursuant to Local Rule 7.2 of the Local Rules for the U.S. District Court for the District of Massachusetts, Plaintiff, The Rockport Company, LLC ("Rockport"), moves for leave to file Exhibit B to the Affidavit of Richard Paterno ("Exhibit B") under seal. As grounds for this Motion, Rockport states that Exhibit B contains confidential business information. In further support of this Motion, Rockport states the following:

1. Exhibit B contains a copy of the License Agreement between Rockport and its new licensee, BBC International LLC (the "BBC Agreement"). The BBC Agreement contains confidential business information concerning licensing terms and guaranteed minimum royalty payments. Indeed, paragraph 54 of the BBC Agreement provides that "[e]xcept as required by order of a court or government agency of competent jurisdiction, this Agreement and its provisions shall be considered Confidential Information." A copy of the BBC Agreement is attached hereto as Exhibit 1.

2. If this confidential information is made a part of the public record of this case, potential licensees of Rockport brands would have information concerning licensing and royalty

terms that they would not otherwise have in their negotiations and that they potentially could use against Rockport in future negotiations.

3. There is no need for the public to have access to this confidential information and the prejudicial effect of making the BBC Agreement part of the public record far outweighs any benefit that might exist for the public.

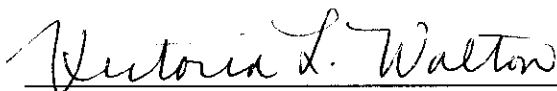
4. Rockport states that it has provided a copy of the BBC Agreement with this Motion to E.S. Originals, Inc. and to the Court for its use in deciding the Defendant's Motion for Summary Judgment.

5. Pursuant to Local Rule 7.2(c), Rockport requests that once the Defendant's Motion for Summary Judgment is decided, Rockport will be permitted to make arrangements to retrieve the copy of the BBC Agreement from the clerk within five (5) business days of the entry of the Court's Order on the Defendant's Motion for Summary Judgment.

WHEREFORE, Rockport prays that its Motion for Leave to File Exhibit B to the Affidavit of Richard Paterno Under Seal be allowed.

Respectfully submitted,

THE ROCKPORT COMPANY, LLC  
By its attorneys,

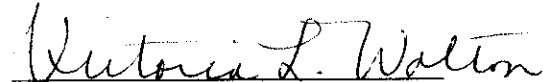


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Dated: March 30, 2005

**LOCAL RULE 7.1 CERTIFICATION**

Pursuant to Local Rule 7.1, I hereby certify that I have conferred with counsel for Defendants and they have no objection to this Motion.

  
Victoria L. Walton